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ARCADIS, U.S., INC.

UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN FRANCISCO DIVISION

TERRAPHASE ENGINEERING, INC.,  
WILLIAM CARSON, JEFF RAINES,  
PETER ZAWISLANSKI, AND ANDREW  
ROMOLO,

Plaintiffs,

v.

ARCADIS, U.S., INC.,

Defendant.

CASE NO. C10-04647 JSW

**DISMISSAL WITHOUT PREJUDICE OF  
ARCADIS U.S. INC.'S FIRST COUNTER-  
CLAIM AND [~~PROPOSED~~] ORDER**

**[FRCP 41]**

PURSUANT TO THE COURT'S ORDER OF DECEMBER 17, 2010 ON PLAINTIFFS'  
APPLICATION FOR A TEMPORARY RESTRAINING ORDER, ("ORDER"), ARCADIS U.S.  
INC. HEREBY MOVES THIS COURT TO:

1. Dismiss without prejudice ARCADIS U.S., Inc.'s First Counter-Claim as to all  
parties pursuant to Rules 41(c)(1) of the Federal Rules of Civil Procedure and the Court's Order.

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2. The fees and costs associated with the events and actions leading up the Court's Order and this Dismissal have been resolved by stipulation of the parties.

Dated: December 23, 2010

/s/  
John V. Picone III  
HOPKINS & CARLEY, a Law Corporation  
Attorneys for Plaintiff and Counter-Defendant  
ARCADIS U.S., INC.

**ORDER**

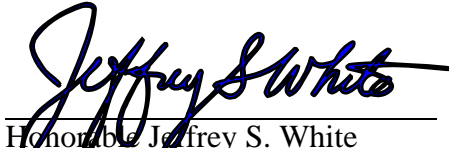
The Court has reviewed the request set forth above and finds it to be in order and in the interests of justice in this matter. Therefore,

IT IS ORDERED that:

3. Defendant ARCADIS U.S., Inc.'s First Counter-Claim is dismissed without prejudice as to all parties pursuant to Rules 41(c)(1) of the Federal Rules of Civil Procedure and the Court's Order.

4. The fees and costs associated with the events and actions leading up the Court's Order and this Dismissal have been resolved by stipulation of the parties.

Dated: January 3, 2011

  
Honorable Jeffrey S. White  
United States District Court Judge